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COLLEEN FERG HELMLINGER

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April 14, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

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-04/15/99--01061--010
*****35.00 *****35.00

Re: FRANKLIN ROSS, INC.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of Articles of Amendment on behalf of the above-referenced Florida corporation. Also enclosed is this firm's check in the amount of \$35.00 to cover the cost of filing same in due course. Please time and date stamp the additional copy enclosed and return it to me at the above Towson address. Thank you for your anticipated cooperation. If there is a problem fulfilling this request, I would appreciate it if you would telephone me at 410-347-9487.

Sincerely,


Colleen Ferg Helmlinger

Enclosures

cc: George S. Lawler, Esquire
1201479

FILED
99 APR 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 16 1999
TLL

FRANKLIN ROSS, INC.

ARTICLES OF AMENDMENT

FILED
99 APR 15 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Franklin Ross, Inc., having its principal office in Coral Springs, Broward County, Florida (hereinafter called the "Corporation"), hereby certifies to the Florida Department of State (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended as follows: By deleting Article III and substituting in lieu thereof the following:

"III. The total number of shares of all classes of stock which the Corporation has authority to issue is Twenty-Two Million (22,000,000) shares, of which Twenty Million (20,000,000) shares shall be Common Stock, par value \$.001 per share, and Two Million (2,000,000) shares shall be Preferred Stock, par value \$.01 per share.

The shares may be issued by the Corporation from time to time as approved by the Board of Directors of the Corporation without the approval of the stockholders except as otherwise provided in this Article III or the rules of a national securities exchange or national market system, if applicable. The consideration for the issuance of the shares shall be paid to or received by the Corporation in full before their issuance and shall not be less than the par value per share.

The holders of the Common Stock are entitled at all times to one vote for each share held and to such dividends as the Board of Directors may in their discretion from time to time legally declare, subject, however, to the voting and dividend rights, if any, of the holders of the Preferred Stock then outstanding. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of all holders of the Preferred Stock then outstanding, shall be distributed among the holders of the Common Stock pro rata in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Preferred Stock as fixed by the Board of Directors as hereinafter provided.

The Board of Directors shall have the authority to classify and reclassify any unissued shares of Preferred Stock by authorizing the issuance of the Preferred Stock from time to time in one or more series with such distinctive designations as may be established by the Board of Directors, and any such series: (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such other adjustments; and (f) shall have such other preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, terms or conditions of redemption or other rights, as shall hereafter be authorized by the Board of Directors in accordance with the Florida Statutes Annotated."

SECOND: Effective upon the acceptance of these Articles of Amendment by the Department for record, each one (1) share of heretofore authorized and issued Common Stock, \$1.00 par value per share, outstanding on the effective date hereof, shall automatically convert into 682.0119 shares of Common Stock, \$0.001 par value, newly authorized hereby.

THIRD: The entire Board of Directors of the Corporation has signed a written consent dated March 15, 1999 pursuant to Section 607.0821 of the Florida Statutes Annotated, in which consent the foregoing Amendment to the Articles of Incorporation was set forth, declared to be advisable, and directed to be submitted to the Stockholders of the Corporation for action thereon.

FOURTH: All of the Stockholders of the Corporation have signed a written consent dated March 15, 1999 pursuant to Section 607.0704 of the Florida Statutes Annotated, in which consent the foregoing Amendment to the Articles of Incorporation was set forth and approved by all of the Stockholders of the Corporation.

FIFTH: The Amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.


SIXTH: Prior to the filing of these Articles of Amendment, the Corporation had authority to issue Ten Thousand (10,000) shares of Common Stock, with a par value of \$1.00 per share. The aggregate par value of all shares of all classes of stock with par value was Ten Thousand Dollars (\$10,000) prior to the filing of these Articles of Amendment. Subsequent to the filing of these Articles of Amendment, the Corporation shall have authority to issue Twenty-Two Million (22,000,000) shares of Capital Stock, of which Twenty Million (20,000,000) shares shall be Common Stock, with \$0.001 par value for each share, and Two Million (2,000,000) shares shall be Preferred Stock, with \$0.01 par value for each share. Subsequent to the filing of these Articles of Amendment, the aggregate par value of all shares of all classes of stock with par value shall be Forty Thousand Dollars (\$40,000.00). A description of each class, including preference, conversion, and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, appears in Article FIRST hereinabove.

[TEXT CONTINUED ON NEXT PAGE]


IN WITNESS WHEREOF, Franklin Ross, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary, this 13th day of April, 1999, and its said President acknowledges under the penalties for perjury that these Articles of Amendment are the corporate act of said Corporation and that, to the best of his knowledge, information and belief, the matters and facts set forth herein are true in all material respects.

ATTEST:

FRANKLIN ROSS, INC.



Demetrius D. Ford, Secretary



Mark G. Ross, Jr., President

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